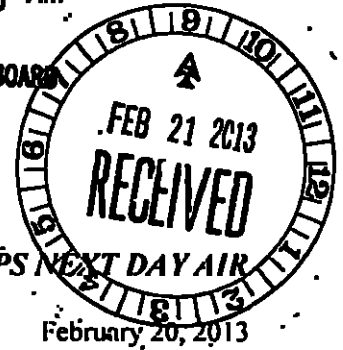


FEB 20 '13 -11 15 AM

SURFACE TRANSPORTATION BOARD

**FIRST UNION RAIL**

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847 318.7588  
www.firstunionrail.com

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W , Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 22, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 21994.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee AG Processing Inc  
12700 West Dodge Road  
Omaha, NE 68103-2047

A description of the railroad equipment covered by the enclosed document is for thirty (30) covered hopper cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Marcia Dunne'.

Marcia Dunne  
Senior Documentation Specialist

Enclosures

(AGP037)

FEB 20 '13 -11 15 AM

ASSGN. NO · AGP037

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22<sup>nd</sup> day of January, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ag Processing Inc ("Lessee"), an Iowa corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 31 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 22, 2013 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENT

ATTEST.

By: [Signature]Name: GEORGIA FREIBURGERTitle: MGR OF DOCUMENTATION Executed on this 22<sup>nd</sup> day of January, 2013.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that John J Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22<sup>nd</sup> day of January, 2013.

Janice L. Enolva  
Notary Public

My Commission Expires.

9-2-2014

(Notary Public)



LESSEE:

AG PROCESSING INC

ATTEST:

By:

Name

Title

[Signature]

Greg Twist

Sr. Transportation

By: Delores Armstrong

Name: Delores Armstrong

Title: Rail Equipment Manager Executed on this 15<sup>th</sup> day of January, 2013

[Signature]

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Virginia L. Maine, a Notary Public of the County and State aforesaid, certify that Greg Twist personally appeared before me this day - and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15 day of January, 2013

Virginia L. Maine  
Notary Public

Commission Expires:

26 Aug 2016  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Thirty (30)

**DESCRIPTION OF CARS:** Covered Hopper Cars.

**CAR NUMBERS.**

NDYX	515815
NDYX	515823
NDYX	515838
NDYX	515839
NDYX	515843
NDYX	515846
NDYX	515848
NDYX	515855
NDYX	515866
NDYX	515873
NDYX	515915
NDYX	515928
NDYX	515940
NDYX	515949
NDYX	515960
NDYX	515975
NDYX	515985
NDYX	515999
NDYX	516004
NDYX	516010
NDYX	516023
NDYX	516025
NDYX	516036
NDYX	516051
NDYX	516053
NDYX	516069
NDYX	516070
NDYX	516090
NDYX	516098
NDYX	516123